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DARBY, PEELE, BOWDOIN, PAYNE & KENNON

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

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April 24, 2002

6386.03-02-167

Secretary of State
Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: Pendrak Surgical Group, P.A.

Gentlemen:

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-04/29/02--01072--001
*****78.75 *****78.75

Enclosed are original and one executed copy of Articles of Incorporation for Pendrak Surgical Group, P.A., to be filed in your office. Please file the original articles, certify the copy, and return the certified copy to me at your convenience.

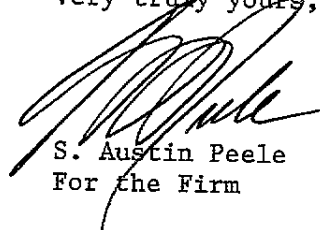
Also enclosed is our firm's trust account check in the amount of \$78.75 to cover the following cost:

Filing Articles of Incorporation	\$35.00
Designation of and acceptance of registered agent	\$35.00
Certified copy	\$ 8.75
TOTAL:	\$78.75

The separate designation of and acceptance by registered agent is also enclosed for filing with the Articles of Incorporation. Please return the certified copy of the articles to me after the original has been filed.

Thank you.

Very truly yours,


S. Austin Peele
For the Firm

SAP/sf
enc.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 29 AM 7:46

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

PENDRAK SURGICAL GROUP, P.A.

The undersigned incorporator hereby forms and organizes a professional service corporation for profit under the law of the State of Florida

ARTICLE I - NAME

The name of the corporation is PENDRAK SURGICAL GROUP, P.A.

ARTICLE II - TERM OF EXISTENCE

The period of the duration of the corporation is perpetual, unless dissolved according to law.

ARTICLE III - PURPOSE

The nature of the business to be transacted by this corporation, and the objects and purposes of this corporation, shall be as follows:

A. To engage solely and specifically in the business of carrying on the practice of medicine, including without limitation, general surgery;

B. To invest in real estate, mortgages, stocks, bonds, or any other type of investments;

C. To own real and personal property necessary for the rendering of the above-described professional services; and

D. In general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things herinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address or the registered office of the corporation is 327 North Hernando Street, Lake City, Florida 32055. The name of its initial registered agent at such address is S. Austin Peele.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time as provided in the by-laws, but shall never be less than one (1).

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The name and address of the sole member of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT B. PENDRAK, MD	325 West Catherine Street Somerset, Pennsylvania 15501

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator who has executed these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT B. PENDRAK, MD	325 West Catherine Street Somerset, Pennsylvania 15501

ARTICLE IX - PRINCIPAL OFFICE

The principal office of the corporation shall be located at 327 North Hernando Street, Lake City, Florida 32055, and the mailing address of the corporation is Post Office Drawer 1707, Lake City, Florida 32056-1707.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended, from time to time, in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon; unless all the directors and all the stockholders sign a written statement manifesting their intention that an amendment be made.

ARTICLE XI - LIMITATIONS OF CAPITAL STOCK

The following limitations shall apply to the issuance, ownership, sale, or transfer of the capital stock of this corporation:

A. No one other than an individual, professional corporation, or professional limited liability company, duly licensed or otherwise legally authorized to render the same professional services as those for which this corporation was organized, may own any capital stock of this corporation.

B. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of that shareholder's stock.

C. If any officer, shareholder, agent, or employee of this corporation who has been rendering professional services to the public of the type this corporation is organized to render becomes legally disqualified to render such professional services within the State of Florida, or accepts employment that, pursuant to existing law, place restrictions or limitations upon such person's continued rendering of such professional services, that person shall sever all employment with, and financial interest in, the corporation.

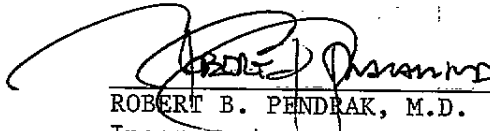
D. No shareholder of this corporation may sell or transfer shares of this corporation owned by such shareholder, except to another individual, professional corporation, or professional limited liability company, who is eligible to be a shareholder of this corporation. Any such sale or transfer may be made only after the same shall have been approved, at a shareholders' meeting specifically called for that purpose, by not less than a majority of the outstanding shares present at such shareholders' meeting, exclusive of the stock proposed to be sold. The shares of stock held by the shareholder proposing to sell or transfer such shares may not be voted or counted for any purpose at said meeting.

E. In the event there is now or at any time in the future shall be more than one shareholder of this corporation, before capital stock is issued to any shareholder, each must have negotiated with the other shareholders and this corporation, an agreement providing for in the redemption or disposition of each shareholder's capital stock if the interest of the shareholder in this corporation is terminated for any reason. An executed copy of the such agreements, from time to time entered into between the shareholders and this corporation, shall be

filed with an made a part of the records of this corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 8 day of April, 2002.

 (SEAL)
ROBERT B. PENDRAK, M.D.
Incorporator

STATE OF PENNSYLVANIA

COUNTY OF Somerset

The foregoing instrument was acknowledged before me this 8 day of April, 2002, by Robert B. Pendrak, M.D., the incorporator named in the foregoing Articles of Incorporation, who is personally known to me or who produced _____ as identification.

NOTARIAL SEAL
MARY ANN BERKEBILE, Notary Public
No ~~6~~ 5119103, Somerset County, PA
My Commission Expires May 19, 2003


Notary Public, State of Pennsylvania

Mary Ann Berkebile
(print or type name)

My Commission Expires: 5119103

SAP:sf
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04-01-02

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 29 AM 7:47

Pursuant to the provisions of Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is:

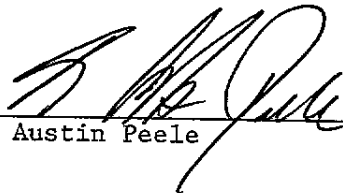
PENDRAK SURGICAL GROUP, P.A.

2. The name and address of the registered agent and office is:

S. Austin Peele
327 North Hernando Street
Lake City, Florida 32055

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 24th day of April, 2002


S. Austin Peele